

**FARUKI IRELAND & COX P.L.L.**  
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Respond to Cincinnati Office

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January 10, 2011

**VIA ELECTRONIC MAIL ONLY**

Terry E. Hall, Esq.  
BAKER & DANIELS LLP  
300 N. Meridian Street, Suite 2700  
Indianapolis, IN 46204

Re: In re Eastern Livestock Co., LLC  
United States Bankruptcy Court, Southern District of Indiana, New Albany,  
Case No. 10-93904-BHL-11

Dear Ms. Hall:

Our firm has been retained by The First Bank and Trust Company ("First Bank") to assist in the various proceedings relating to Eastern Livestock Co., LLC, including the proceeding styled In re Eastern Livestock Co., LLC, Case No. 10-93904-BHL-11, in the United States Bankruptcy Court for the Southern District of Indiana, New Albany.

On behalf of First Bank, we will be filing objections to Trustee James A. Knauer's application to employ Baker & Daniels LLP ("B&D") as his counsel [Doc. No. 113]. Mr. Knauer's application stated, in part, that B&D "is disinterested" and "[e]xcept as provided in the Affidavit of Terry E. Hall . . . B&D represents no entity in connection with this case and it has no connection with the Debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States Trustee, or any person employed in the office of the United States Trustee."

Your affidavit ("Hall Affidavit") [Doc. No. 114] states that B&D "currently represents Fifth Third," but your affidavit is otherwise bereft of detail about B&D's representation of Fifth Third. The affidavit gave some general information about B&D's work with Fifth Third and, without more, we were forced to object. On January 10, 2011, we will be filing the Objection of The First Bank and Trust Company to Application to Employ Baker &

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Exhibit C

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Daniels LLP As Counsel to Chapter XI Trustee ("Objection"). We do not wish to attack your affidavit or impugn the integrity of B&D, but we seek the detail related to the general statements in your affidavit in order to make a more informed objection, if necessary.

For instance, your affidavit is silent as to the scope and type of B&D's representation of Fifth Third. In addition, your affidavit makes no mention of your firm's reporting to our firm in late November 2010 that B&D could not represent First Bank due to an irreconcilable conflict based precisely on your firm's representation of Fifth Third. However, when presented with a different scope of engagement, and one which requires a higher standard of disinterestedness from the traditional two-party adversary system, your affidavit seems to treat the conflict with Fifth Third differently. Hall Affidavit, ¶ 5.

As set forth in the Objection, the Court, creditors, and other interested parties need additional information about B&D's work for one of its "Representative Clients" – Fifth Third – to adequately evaluate and address B&D's level of disinterestedness. Given the scope of the proposed engagement and the level of national scrutiny attendant to this case, we assume you will have no problem providing us with non-privileged information relating to the following four topics:

- (1) Identify each matter for which Fifth Third has retained Baker & Daniels since January 1, 2007, including, but not limited to (a) the date(s) of engagement; (b) whether the matter remains active or has concluded; and (c) a description of the type of matter.
- (2) For each matter identified in topic (1) above, identify the primary person(s) at Fifth Third responsible for (a) retaining Baker & Daniels; and (b) approving or making decisions regarding legal strategy.
- (3) The total dollar amount that of billed and unbilled time and costs from Baker & Daniels to Fifth Third from January 1, 2007 to the present.
- (4) Produce the results from B&D's "conflict check system" (Hall Affidavit, ¶ 2) for both the inquiry relating to representation of First Bank and the inquiry relating to representation of Trustee Knauer.

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Please provide us with your responses to the four above requests on or before January 24, 2011. If you have any questions, then please let me know.

Very truly yours,

A handwritten signature in black ink, appearing to read 'D. Donnellon', with a long horizontal flourish extending to the right.

Daniel J. Donnellon

DJD/slr

cc: John R. Carr III, Esq. (via email)  
Bret S. Clement, Esq. (via email)